

STENGEL MARC  
 Form 4  
 December 06, 2001

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 FORM 4  
 -----

[ ] Check box if no longer  
 subject to Section 16.  
 Form 4 or Form 5  
 obligations may continue.  
 See Instruction 1(b).

U.S. SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 Section 17(a) of the Public Utility Holding Company Act of 1935  
 of the Investment Company Act of 1940

|   |         |          |  |  |
|---|---------|----------|--|--|
| 1. Name and Address of Reporting Person |         |          | 2. Issuer Name and Ticker or Trading Symbol                      | 6.   |
| STENGEL MARC L.                         |         |          | SALES ONLINE DIRECT, INC.  |  |
| (Last)                                  | (First) | (Middle) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | 4. Statement for Month/Year                    |
|   |         |          |  | November 2001                                  |
| 3743 BIRCH LANE                         |         |          |  | 5. If Amendment, Date of Original (Month/Year) |
| (Street)                                |         |          |  |  |
| OWINGS MILLS                            | MD      | 21117    |  |  |
| (City)                                  | (State) | (Zip)    |  |  |

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

|                                 |                |                |   |                         |
|---------------------------------|----------------|----------------|---|-------------------------|
| 1. Title of Security (Instr. 3) | 2. Transaction | 3. Transaction | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount of Securities |
|---------------------------------|----------------|----------------|---|-------------------------|

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| COMMON STOCK, PAR VALUE<br>\$0.001 PER SHARE | Date<br>(Month/<br>Day/<br>Year) | Code<br>(Instr. 8) | (Instr. 3, 4 and 5) |        |               |         | Beneficial<br>Owned at<br>End of<br>Month<br>(Instr. 3<br>and 4) |
|--|----------------------------------|--------------------|---------------------|--------|---------------|---------|--|
|  |                                  | Code               | V                   | Amount | (A) or<br>(D) | Price   | 8,839,119  |
|  | November 1,<br>2001              | Rule<br>144(k)     | J                   | 10,000 | D             | \$0.085 |  |
|  |                                  | Rule<br>144(k)     | J                   | 20,000 | D             | 0.0875  |  |
|  |                                  | Rule<br>144(k)     | J                   | 25,000 | D             | 0.0975  |  |
|  |                                  | Rule<br>144(k)     | J                   | 15,000 | D             | 0.100   |  |
|  |                                  | Rule<br>144(k)     | J                   | 10,000 | D             | 0.1025  |  |
|  | November<br>5, 2001              | Rule<br>144(k)     | J                   | 10,000 | D             | 0.069   |  |
|  |                                  | Rule<br>144(k)     | J                   | 10,000 | D             | 0.0775  |  |
|  | November 7,<br>2001              | Rule<br>144(k)     | J                   | 4,000  | D             | 0.065   |  |
|  |                                  | Rule<br>144(k)     | J                   | 6,000  | D             | 0.068   |  |
|  | November 8,<br>2001              | Rule<br>144(k)     | J                   | 10,000 | D             | 0.0575  |  |
|  | November 9,<br>2001              | Rule<br>144(k)     | J                   | 15,000 | D             | 0.0475  |  |
|  | November 12,<br>2001             | Rule<br>144(k)     | J                   | 10,000 | D             | 0.035   |  |
|  | November 13,<br>2001             | Rule<br>144(k)     | J                   | 5,000  | D             | 0.035   |  |
|  |                                  | Rule<br>144(k)     | J                   | 5,000  | D             | 0.040   |  |
|  | November 14,<br>2001             | Rule<br>144(k)     | J                   | 5,000  | D             | 0.0425  |  |
|  |                                  | Rule<br>144(k)     | J                   | 5,000  | D             | 0.045   |  |

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|  |                      |  |                 |   |        |   |        |
|--|----------------------|--|-----------------|---|--------|---|--------|
|  |                      |  | Rule<br>144 (k) | J | 5,000  | D | 0.0475 |
|  |                      |  | Rule<br>144 (k) | J | 5,000  | D | 0.050  |
|  | November 15,<br>2001 |  | Rule<br>144 (k) | J | 10,000 | D | 0.040  |
|  | November 16,<br>2001 |  | Rule<br>144 (k) | J | 10,000 | D | 0.036  |
|  | November 19,<br>2001 |  | Rule<br>144 (k) | J | 10,000 | D | 0.040  |
|  |                      |  | Rule<br>144 (k) | J | 1,000  | D | 0.0425 |
|  | November 20,<br>2001 |  | Rule<br>144 (k) | J | 21,000 | D | 0.043  |
|  |                      |  | Rule<br>144 (k) | J | 19,000 | D | 0.045  |
|  | November 26,<br>2001 |  | Rule<br>144 (k) | J | 10,000 | D | 0.035  |
|  | November 27,<br>2001 |  | Rule<br>144 (k) | J | 10,000 | D | 0.035  |
|  | November 28,<br>2001 |  | Rule<br>144 (k) | J | 10,000 | D | 0.033  |
|  | November 29,<br>2001 |  | Rule<br>144 (k) | J | 10,000 | D | 0.037  |
|  |                      |  | Rule<br>144 (k) | J | 10,000 | D | 0.039  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the registrant.  
(Print or Type Response)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion or Exercise | 3. Transaction Date | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative |
|------------------------|---------------------------|---------------------|---------------------|------------------------------------|------------------------------------|-----------------------------------|------------------------|
|------------------------|---------------------------|---------------------|---------------------|------------------------------------|------------------------------------|-----------------------------------|------------------------|

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| Security<br>(Instr.<br>3) | Price of<br>Deriv-<br>ative<br>Security | (Month/<br>Day/<br>Year) | (Instr.<br>8) | Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Date (Month/<br>Day/Year) | Securities<br>(Instr. 3<br>and 4) | ative<br>Secur<br>ity<br>(Inst<br>5) |
|---------------------------|---|--------------------------|---------------|--|---------------------------|-----------------------------------|--------------------------------------|
|---------------------------|---|--------------------------|---------------|--|---------------------------|-----------------------------------|--------------------------------------|

| Date<br>Exer-<br>cisable | Expira-<br>tion<br>Date | Title | Amount or<br>Number of<br>Shares |
|--------------------------|-------------------------|-------|----------------------------------|
|--------------------------|-------------------------|-------|----------------------------------|

Code V (A) (D)

If the form is filed by more than reporting person, see Instruction 4(b)(v).  
 Reminder: Report on a separate line for each class of securities beneficially owned directly or i

Explanation of Responses:

\*\*Intentional misstatements or omissions of facts  
 constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Marc L. Stengel

Marc L. Stengel

Note: File three copies of this Form, one of which must be manually signed. If space provided is  
 see Instruction 6 for procedure.